

EXECUTED IN 12 COUNTERPARTS

OF WHICH THIS IS NO. 11

RECORDATION NO. 5747-C
Filed & Recorded

AUG 20 1970 - 11:11 AM

INTERSTATE COMMERCE
AMENDMENT AGREEMENT dated as of May 15,

1970, among CAVAN EQUIPMENT CORPORATION (hereinafter called the Company), THE CHESAPEAKE AND OHIO RAILWAY COMPANY (hereinafter called the Lessee) and THE FIRST PENNSYLVANIA BANKING AND TRUST COMPANY (hereinafter called the Bank).

WHEREAS the Company and the Lessee have entered into two leases each dated as of May 15, 1970 (hereinafter sometimes collectively referred to as the Leases), providing for the lease of the units of railroad equipment described in Schedule A to the Leases (hereinafter called the Equipment);

WHEREAS the Leases have been filed and recorded with the Interstate Commerce Commission in accordance with Section 20c of the Interstate Commerce Act on June 11, 1970, and assigned recordation numbers 5746-A and 5747-A, respectively;

WHEREAS the Company, in leasing the Equipment pursuant to the Leases, is acting as nominee for the Bank pursuant to a Nominee Agreement, dated as of May 15, 1970;

WHEREAS the Company assigned its rights under the Leases to the Bank pursuant to an Assignment dated as of May 15, 1970 (hereinafter called the Assignment)

between the Company and the Bank;

WHEREAS the Assignment has been filed and recorded with the Interstate Commerce Commission in accordance with Section 20c of the Interstate Commerce Act on July 14, 1970, and assigned recordation numbers 5746-B and 5747-B; and

WHEREAS the Company, the Lessee and the Bank desire to make certain amendments to the Leases;

NOW, THEREFORE, in consideration of the foregoing and of the mutual promises, covenants and agreement hereinafter set forth, the parties hereto do hereby agree as follows:

1. The Leases are hereby amended and supplemented by the parties thereto as follows:

(a) the figure "6.5012%" appearing in the 14th line of the first paragraph of § 2 of the Leases is hereby amended to read "6.6650%";

(b) the last three lines of the second paragraph of § 2 of the Leases shall be deleted and replaced with the following:

"tinuing, any balance shall be paid directly to the Lessor, c/o The First Pennsylvania Banking and Trust Company, S.E. Corner, 15th and Chestnut Streets, Philadelphia, Pennsylvania 19101";

(c) the figure "6.816%" appearing in subclause (y) of clause (i) of subparagraph (b) of the first paragraph of § 9 of the Leases is hereby amended to read "7.050%";

(d) the figure "70%" appearing in two places in clause (iii) of subparagraph (b) of the first paragraph of § 9 of the Leases shall be deleted in both places and replaced with the figure "48%";

(e) the word "individuals" appearing in the 9th full line of clause (iii) of subparagraph (b) of the first paragraph of § 9 of the Leases shall be deleted and replaced with the word "corporations":
and

(f) the address of the Lessor in the first paragraph of § 17 of the Leases is hereby amended to read "c/o The First Pennsylvania Banking and Trust Company, S.E. Corner, 15th & Chestnut Streets, Philadelphia, Pennsylvania 19101".

2. The Lessee will promptly cause this Amendment Agreement to be recorded and filed with the Interstate Commerce Commission in accordance with Section 20c of the Interstate Commerce Act, and this Amendment Agreement shall become effective upon such filing and recordation.

3. Except as amended hereby, the Leases shall

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remain unaltered and in full force and effect.

IN WITNESS WHEREOF, the parties hereto, each pursuant to due corporate authority, have caused this instrument to be executed in their respective corporate names by duly authorized officers, and their respective corporate seals to be hereunto affixed and duly attested, all as of the date first above written.

CAVAN EQUIPMENT CORPORATION,

by

James G. Wells
President

[Corporate Seal]

Attest:

W. L. Owens
Asst. Secretary

THE CHESAPEAKE AND OHIO RAILWAY
COMPANY,

by

T. C. Craig
Treasurer

[Corporate Seal]

Attest:

W. L. Owens
Assistant Secretary

APPROVED AS TO FORM

C. C. Kimball
GENERAL ATTORNEY

8/14/70

THE FIRST PENNSYLVANIA BANKING
AND TRUST COMPANY,

by

Vaughn R. Jackson
Sr. Vice President

[Corporate Seal]

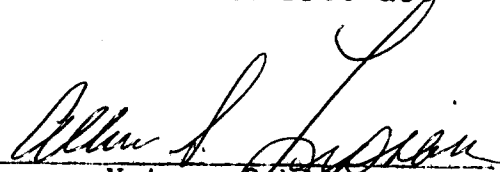
Attest:

Lawrence E. McAlee
Asst. Secretary

STATE OF NEW YORK,)
) ss.:
COUNTY OF NEW YORK,)

On this 10th day of August 1970, before me personally appeared James G. Weiss, to me personally known, who, being by me duly sworn, says that he is President of CAVAN EQUIPMENT CORPORATION, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Notarial Seal]

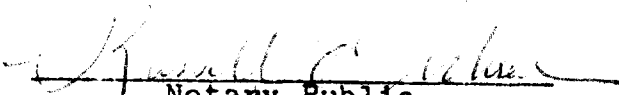

Notary Public

ALLEN S. LIPSON
Notary Public, State of New York
No. 24-7567408
Qualified in Kings County
Commission Expires March 30, 1972

STATE OF MARYLAND,)
) ss.:
CITY OF BALTIMORE,)

On this 19th day of August 1970, before me personally appeared L. C. ROIG, JR., to me personally known, who, being by me duly sworn, says that he is the Treasurer of THE CHESAPEAKE AND OHIO RAILWAY COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Notarial Seal]


Notary Public

RUSSELL E. SCHREIBER
NOTARY PUBLIC
My Commission Expires July 1, 1974

STATE OF PENNSYLVANIA,)
) ss.:
COUNTY OF PHILADELPHIA,)

On this 12th day of August 1970, before me personally appeared Vaughan R. Jackson, to me personally known, who, being by me duly sworn, says that he is a Division Vice President of THE FIRST PENNSYLVANIA BANKING AND TRUST COMPANY, that said instrument was signed on behalf of said Bank by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Bank.

Marguerite Holmes
Notary Public
Notary Public, Philadelphia Co.
My Commission Expires January 28, 1973